

GREENBRIER
MANAGEMENT SERVICES

Greenbrier Management Services, LLC

One Centerpointe Drive Suite 400
Lake Oswego Oregon 97035
503 684 7000 Fax 503 968 4383

~~RECEIVED~~ 30757.000

June 4, 2013

JUN 07 73: -9 30 AM

VIA FEDERAL EXPRESS

~~RECEIVED~~

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are two (2) originals and three (3) photocopies of a Memorandum of Full Service Railcar Lease for Schedule No. 02 dated effective as of May 1, 2011, to Master Full Service Railcar Lease dated as of December 14, 2012 and effective April 29, 2010, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$42 payable to the order of the Surface Transportation Board covering the required recordation fee.

The names and addresses of the parties to the enclosed document are:

Lessor: WL Ross-Greenbrier Rail I LLC
c/o Greenbrier Management Services, LLC
One Centerpointe Drive, Suite 400
Lake Oswego, Oregon 97035

Lessee: CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

A description of the railroad equipment covered by the enclosed document is:

One hundred ninety-nine (199) 42-foot single covered coil railcars marked and numbered as follows. CSXT 494556; and AOK 494500 through AOK 494699, excluding AOK 494648

Please return stamped copies of the enclosed document not needed for your files to the undersigned

Section Chief
Surface Transportation Board
June 4, 2013
Page 2

A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Full Service Railcar Lease for Schedule No. 02.

If you have any questions, please do not hesitate to call

Sincerely,

GREENBRIER MANAGEMENT SERVICES, LLC,
As Manager for WL Ross-Greenbrier Rail I LLC

A handwritten signature in black ink, appearing to read "Sheri Grether". The signature is fluid and cursive, with a large initial "S" and "G".

Sheri Clarke Grether
Senior Paralegal

SCG.ms
Enclosures

cc: Edward M. Luria, Esq

JUN 07 '13 -9 30 AM

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

This is a Memorandum of Schedule No 02 dated effective as of May 1, 2011 to a Master Full Service Railcar Lease dated as of December 14, 2012 and effective April 29, 2010 by and between WL ROSS-GREENBRIER RAIL I LLC, a Delaware limited liability company (the "Lessor") and CSX TRANSPORTATION, INC , a Virginia corporation (the "Lessee").

WITNESSETH:

- 1 Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor, one hundred ninety-nine (199) 42-foot Single Covered Coil Cars, 286,000 GRL, bearing reporting marks and numbers as follows. CSXT 494556; and AOK 494500 through AOK 494699, excluding AOK 494648
- 2 Schedule No 02 to the Lease Agreement will be effective as of the date first set forth hereinabove and will remain in effect through the lease term, as described in the Master Full Service Railcar Lease and Schedule No. 02, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct

WL ROSS-GREENBRIER RAIL I LLC

By 

Title Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee I further declare under penalty of perjury that the foregoing is true and correct

CSX TRANSPORTATION, INC

By Title 